
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

NEURAXIS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
 - Fee paid previously with preliminary materials:
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-(6)(i)(4) and 0-11.
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Your **Vote** Counts!

NEURAXIS, INC.

2024 Annual Meeting
Vote by August 14, 2024
11:59 PM ET

NEURAXIS, INC.
11611 N. MERIDIAN STREET
SUITE 330
CARMEL, IN 46032



V54046-P15719

You invested in NEURAXIS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on August 15, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to August 1, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*









August 15, 2024
9:00 a.m. EDT

11611 N. Meridian Street
Suite 330
Carmel, IN 46032

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. The election of the Board nominees as directors. Nominees: 01) Brian Carrico 02) Dr. Christopher Robin Brown 03) Bradley Mitch Watkins 04) Beth Keyser 05) Kristin Ferge	 For
2. The ratification of the appointment of Rosenberg Rich Baker Berman, P.A. as our independent registered public accounting firm for the fiscal year ending December 31, 2024.	 For
3. The approval of the amendment to Neuraxis, Inc. 2022 Omnibus Securities and Incentive Plan (the "2022 Plan") to increase the number of shares available for issuance by 300,000 shares and to insert an "evergreen" provision that allows for an annual increase in the number of shares available for issuance under the 2022 Plan to be added on the first day of each fiscal year through and including 2031 in an amount equal to 5% of the number of shares of our common stock outstanding on the immediately preceding December 31 or such lesser amount determined by our Board or the compensation committee.	 For
4. The approval of the amendment to the Certificate of Incorporation to authorize "blank check" preferred stock that could be issued by the Board.	 For
5. The approval of the issuance of 20% or more of the outstanding shares of Common Stock, upon the conversion of the Series B Preferred Stock, into up to 3,838,235 shares of Common Stock, in accordance with NYSE American Rule 713(a).	 For
6. The approval, on an advisory basis, of the compensation paid to our named executive officers.	 For
7. The approval, on an advisory basis, of the frequency of three (3) years for future shareholder advisory votes on the compensation of our named executive officers.	 3 Years
8. The approval of the adjournment of the Annual Meeting, if necessary or advisable, to solicit additional proxies in favor of the foregoing proposals if there are not sufficient votes to approve the foregoing proposals.	 For

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".